



ANNUAL STATEMENT  
For the Year Ending December 31, 2013  
OF THE CONDITION AND AFFAIRS OF THE  
HealthPlus of Michigan, Inc.

NAIC Group Code	3409 (Current Period)	3409 (Prior Period)	NAIC Company Code	95580	Employer's ID Number	38-2160688
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[ ] Dental Service Corporation[ ] Other[ ]		Property/Casualty[ ] Vision Service Corporation[ ] Is HMO Federally Qualified? Yes[X] No[ ] N/A[ ]		Hospital, Medical & Dental Service or Indemnity[ ] Health Maintenance Organization[X]	
Incorporated/Organized	08/09/1977		Commenced Business	10/15/1979		
Statutory Home Office	2050 South Linden Road (Street and Number)		Flint, MI, 48532 (City or Town, State, Country and Zip Code)			
Main Administrative Office			2050 South Linden Road (Street and Number)			
	Flint, MI, 48532 (City or Town, State, Country and Zip Code)				(800)332-9161 (Area Code) (Telephone Number)	
Mail Address	2050 South Linden Road, P.O. Box 1700 (Street and Number or P.O. Box)		Flint, MI, 48501-1700 (City or Town, State, Country and Zip Code)			
Primary Location of Books and Records			2050 South Linden Road (Street and Number)			
	Flint, MI, 48532 (City or Town, State, Country and Zip Code)				(800)332-9161 (Area Code) (Telephone Number)	
Internet Website Address	www.healthplus.org					
Statutory Statement Contact	Ryan Joseph O'Roark (Name)		(810)230-2179 (Area Code)(Telephone Number)(Extension)			
	roroak@healthplus.com (E-Mail Address)		(810)733-8966 (Fax Number)			

OFFICERS

Name	Title
Bruce Roberts Hill	President
Ryan Joseph O'Roark	Chief Financial Officer #
Roger LaVerne Sharp	Treasurer

OTHERS

Nancy Susan Jenkins, Vice President - Sales and Marketing  
Michael Genord M.D., M.B.A., Vice President, Chief Medical Officer #  
Milton Patrick McClurkan Jr., Vice President and Chief Operating Officer #

DIRECTORS OR TRUSTEES

Jack Louis Barry MD Duane Edward Zuckschwerdt Steven Craig Worden Christopher John Flores Larry Leigh Carr DO Miles Conrad Owens Franz Michael Jaggi DO Thomas Svitkovich	Vernon Lee Burns Peggy Joyce Tortorice Stephanie Lynn Whisiker-Lewis DO Patrick Allen Campbell Roger LaVerne Sharp Norwood Heselbach Jewell Randy D. Hicks MD
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State of Michigan  
County of Genesee ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature) Bruce Roberts Hill (Printed Name) 1. President (Title)	(Signature) Ryan Joseph O'Roark (Printed Name) 2. Chief Financial Officer (Title)	(Signature) Roger LaVerne Sharp (Printed Name) 3. Treasurer (Title)
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Subscribed and sworn to before me this day of , 2014	a. Is this an original filing? b. If no, 1. State the amendment number 2. Date filed 3. Number of pages attached	Yes[X] No[ ] 0 0
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(Notary Public Signature)

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
0199999 Total individuals .....	203,221	856	0	0	0	204,077
Group Subscribers:						
Federal Employee's Health Benefit Plan .....	1,770,000	0	0	0	0	1,770,000
State of Michigan .....	533,000	0	0	0	0	533,000
Flint Community Schools .....	337,605	339,273	3,563	0	0	680,441
0299997 Subtotal - Group Subscribers: .....	2,640,605	339,273	3,563	0	0	2,983,441
0299998 Premiums due and unpaid not individually listed .....	899,271	87,202	3,589	1,325	1,325	990,062
0299999 Total group .....	3,539,876	426,475	7,152	1,325	1,325	3,973,503
0599999 Accident and health premiums due and unpaid (Page 2, Line 15) ..	3,743,097	427,331	7,152	1,325	1,325	4,177,580

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
<b>Pharmaceutical Rebate Receivables</b>						
Magellan Health (ICORE) .....	375,000	377,584	49,000	0	0	801,584
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed .....	811,000	466,737	0	0	0	1,277,737
0199999 Subtotal - Pharmaceutical Rebate Receivables .....	1,186,000	844,321	49,000	0	0	2,079,321
<b>Claim Overpayment Receivables</b>						
Informed RX .....	946,918	0	0	0	0	946,918
MedImpact .....	250,908	0	0	0	0	250,908
0299998 Claim Overpayment Receivables - Not Individually Listed .....	0	0	0	0	0	0
0299999 Subtotal - Claim Overpayment Receivables .....	1,197,826	0	0	0	0	1,197,826
0399998 Loans and Advances to Providers - Not Individually Listed .....	0	0	0	0	0	0
0399999 Subtotal - Loans and Advances to Providers .....	0	0	0	0	0	0
0499998 Capitation Arrangement Receivables - Not Individually Listed .....	0	0	0	0	0	0
0499999 Subtotal - Capitation Arrangement Receivables .....	0	0	0	0	0	0
<b>Risk Sharing Receivables</b>						
Genesys PHO .....	2,396,507	0	0	0	0	2,396,507
Covenant HealthCare Partners .....	397,687	0	0	0	0	397,687
0599998 Risk Sharing Receivables - Not Individually Listed .....	1,586,300	0	0	0	0	1,586,300
0599999 Subtotal - Risk Sharing Receivables .....	4,380,494	0	0	0	0	4,380,494
0699998 Other Receivables - Not Individually Listed .....	0	0	0	0	0	0
0699999 Subtotal - Other Receivables .....	0	0	0	0	0	0
0799999 Gross health care receivables .....	6,764,320	844,321	49,000	0	0	7,657,641

EXHIBIT 3A - ANALYSIS OF HEALTH CARE RECEIVABLES COLLECTED AND ACCRUED

	Health Care Receivables Collected During the Year		Health Care Receivables Accrued as of December 31 of Current Year		5	6
	1 On Amounts Accrued Prior to January 1 of Current Year	2 On Amounts Accrued During the Year	3 On Amounts Accrued December 31 of Prior Year	4 On Amounts Accrued During the Year	Health Care Receivables in Prior Years (Columns 1 + 3)	Estimated Health Care Receivables Accrued as of December 31 of Prior Year
Type of Health Care Receivable						
1. Pharmaceutical rebate receivables .....	2,709,811	3,875,194	0	2,079,321	2,709,811	2,699,485
2. Claim overpayment receivables .....	0	0	0	1,197,826	0	0
3. Loans and advances to providers .....	0	0	0	0	0	0
4. Capitation arrangement receivables .....	0	0	0	0	0	0
5. Risk sharing receivables .....	1,703,942	0	534,450	3,846,044	2,238,392	2,574,130
6. Other health care receivables .....	0	0	0	0	0	0
7. TOTALS (Lines 1 through 6) .....	4,413,753	3,875,194	534,450	7,123,191	4,948,203	5,273,615

Note that the accrued amounts in Columns 3, 4, and 6 are the total health care receivables, not just the admitted portion.

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
0399999 Aggregate Accounts Not Individually Listed - Covered .....	9,763,887	1,711,555	174,965	31,393	93,609	11,775,409
0499999 Subtotals .....	9,763,887	1,711,555	174,965	31,393	93,609	11,775,409
0599999 Unreported claims and other claim reserves .....						31,969,205
0699999 Total Amounts Withheld .....						2,237,910
0799999 Total Claims Unpaid .....						45,982,524
0899999 Accrued Medical Incentive Pool and Bonus Amounts .....						11,854,251

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Individually listed receivables							
HealthPlus Partners, Inc. ....	252,988	0	0	0	0	252,988	0
HealthPlus Insurance Company .....	452,273	0	0	0	0	452,273	0
HealthPlus Options, Inc. ....	350,625	0	0	0	0	350,625	0
0199999 Total - Individually listed receivables .....	1,055,886	0	0	0	0	1,055,886	0
0399999 Total gross amounts receivable .....	1,055,886	0	0	0	0	1,055,886	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5
Affiliate	Description	Amount	Current	Non-Current
Individually listed payables				
HealthPlus Insurance Company .....	Premiums and rx rebates received by parent .....	2,747,491	2,747,491	0
HealthPlus Partners, Inc. ....	Pharmacy rebates received by parent .....	629,663	629,663	0
0199999 Total - Individually listed payables .....	X X X .....	3,377,154	3,377,154	0
0399999 Total gross payables .....	X X X .....	3,377,154	3,377,154	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

		1	2	3	4	5	6
Payment Method		Direct Medical Expense Payment	Column 1 as a % of Total Payments	Total Members Covered	Column 3 as a % of Total Members	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:							
1.	Medical groups .....	141,343,676	31.041	79,157	100.000	0	141,343,676
2.	Intermediaries .....	0	0.000	0	0.000	0	0
3.	All other providers .....	0	0.000	0	0.000	0	0
4.	TOTAL Capitation Payments .....	141,343,676	31.041	79,157	100.000	0	141,343,676
Other Payments:							
5.	Fee-for-service .....	29,350,069	6.446	X X X	X X X	0	29,350,069
6.	Contractual fee payments .....	284,658,373	62.514	X X X	X X X	0	284,658,373
7.	Bonus/withhold arrangements - fee-for-service .....	0	0.000	X X X	X X X	0	0
8.	Bonus/withhold arrangements - contractual fee payments .....	0	0.000	X X X	X X X	0	0
9.	Non-contingent salaries .....	0	0.000	X X X	X X X	0	0
10.	Aggregate cost arrangements .....	0	0.000	X X X	X X X	0	0
11.	All other payments .....	0	0.000	X X X	X X X	0	0
12.	TOTAL Other Payments .....	314,008,442	68.959	X X X	X X X	0	314,008,442
13.	TOTAL (Line 4 plus Line 12) .....	455,352,118	100.000	X X X	X X X	0	455,352,118

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
9999999 Totals .....		0	X X X	X X X	X X X



EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment .....	3,849,367	0	3,212,157	637,210	637,210	0
2.	Medical furniture, equipment and fixtures .....	0	0	0	0	0	0
3.	Pharmaceuticals and surgical supplies .....	0	0	0	0	0	0
4.	Durable medical equipment .....	0	0	0	0	0	0
5.	Other property and equipment .....	459,899	0	323,545	136,354	136,354	0
6.	TOTAL .....	4,309,266	0	3,535,702	773,564	773,564	0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:  
BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR  
NAIC Group Code 3409 NAIC Company Code 95580

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefits Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
TOTAL Members at end of:										
1. Prior Year	74,289	394	52,456	0	0	0	4,073	17,366	0	0
2. First Quarter	75,077	364	52,646	0	0	0	3,807	18,260	0	0
3. Second Quarter	74,540	362	51,961	0	0	0	3,780	18,437	0	0
4. Third Quarter	75,405	350	52,299	0	0	0	3,752	19,004	0	0
5. Current Year	79,157	341	55,628	0	0	0	3,718	19,470	0	0
6. Current Year Member Months	911,335	4,290	637,518	0	0	0	45,641	223,886	0	0
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	228,621	1,026	136,568	0	0	0	10,288	80,739	0	0
8. Non-Physician	564,200	3,008	285,096	0	0	0	23,248	252,848	0	0
9. TOTAL	792,821	4,034	421,664	0	0	0	33,536	333,587	0	0
10. Hospital Patient Days Incurred	46,482	576	16,359	0	0	0	1,318	28,229	0	0
11. Number of Inpatient Admissions	9,580	111	3,734	0	0	0	316	5,419	0	0
12. Health Premiums Written (b)	490,345,537	1,138,430	264,136,929	0	0	0	19,694,942	205,375,236	0	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	490,345,537	1,138,430	264,136,929	0	0	0	19,694,942	205,375,236	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	455,352,119	1,724,443	242,279,570	0	0	0	19,006,111	192,341,995	0	0
18. Amount Incurred for Provision of Health Care Services	446,298,504	1,644,574	235,123,165	0	0	0	18,885,992	190,644,773	0	0

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.  
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....190,000



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:  
BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR  
NAIC Group Code 3409 NAIC Company Code 95580

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefits Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
TOTAL Members at end of:										
1. Prior Year	74,289	394	52,456	0	0	0	4,073	17,366	0	0
2. First Quarter	75,077	364	52,646	0	0	0	3,807	18,260	0	0
3. Second Quarter	74,540	362	51,961	0	0	0	3,780	18,437	0	0
4. Third Quarter	75,405	350	52,299	0	0	0	3,752	19,004	0	0
5. Current Year	79,157	341	55,628	0	0	0	3,718	19,470	0	0
6. Current Year Member Months	911,335	4,290	637,518	0	0	0	45,641	223,886	0	0
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	228,621	1,026	136,568	0	0	0	10,288	80,739	0	0
8. Non-Physician	564,200	3,008	285,096	0	0	0	23,248	252,848	0	0
9. TOTAL	792,821	4,034	421,664	0	0	0	33,536	333,587	0	0
10. Hospital Patient Days Incurred	46,482	576	16,359	0	0	0	1,318	28,229	0	0
11. Number of Inpatient Admissions	9,580	111	3,734	0	0	0	316	5,419	0	0
12. Health Premiums Written (b)	490,345,537	1,138,430	264,136,929	0	0	0	19,694,942	205,375,236	0	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	490,345,537	1,138,430	264,136,929	0	0	0	19,694,942	205,375,236	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	455,352,119	1,724,443	242,279,570	0	0	0	19,006,111	192,341,995	0	0
18. Amount Incurred for Provision of Health Care Services	446,298,504	1,644,574	235,123,165	0	0	0	18,885,992	190,644,773	0	0

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.  
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....190,000

30 Grand Total

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	10	11	12
NAIC Company Code	ID Number	Effective Date	Name of Reinsured	Domiciliary Jurisdiction	Type of Reinsurance Assumed	Premiums	Unearned Premiums	Reserve Liability Other Than for Unearned Premiums	Reinsurance Payable on Paid and Unpaid Losses	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
NONE											
9999999 Total (Sum of 07999999 and 10999999) .....						0	0	0	0	0	0

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by  
Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4  Name of Company	5  Domiciliary Jurisdiction	6  Paid Losses	7  Unpaid Losses
1199999 Total - Life and Annuity .....					0	0
<b>Accident and Health - Non-Affiliates - U.S. Non-Affiliates</b>						
22667 ....	95-2371728 ...	01/01/2013	ACE AMER INS CO .....	PA .....	14,939	0
1999999 Subtotal - Accident and Health - Non-Affiliates - U.S. Non-Affiliates .....					14,939	0
2199999 Total - Accident and Health - Non-Affiliates .....					14,939	0
2299999 Total - Accident and Health .....					14,939	0
2399999 Total U.S. (Sum of 0399999, 0899999, 1499999 and 1999999) .....					14,939	0
9999999 Total (Sum of 1199999 and 2299999) .....					14,939	0

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1  NAIC Company Code	2  ID Number	3  Effective Date	4  Name of Company	5  Domiciliary Jurisdiction	6  Type	7  Premiums	8  Unearned Premiums (Estimated)	9  Reserve Credit Taken Other than for Unearned Premiums	Outstanding Surplus Relief		12  Modified Coinsurance Reserve	13  Funds Withheld Under Coinsurance
									10  Current Year	11  Prior Year		
General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates												
22667	95-2371728	01/01/2013	ACE AMER INS CO	PA	SSL/A/I	536,824	0	0	0	0	0	0
0899999 Subtotal - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates						536,824	0	0	0	0	0	0
1099999 Total - General Account - Authorized - Non-Affiliates						536,824	0	0	0	0	0	0
1199999 Total - General Account Authorized						536,824	0	0	0	0	0	0
3499999 Total - General Account - Authorized, Unauthorized and Certified						536,824	0	0	0	0	0	0
5699999 Total - Separate Accounts - Unauthorized						0	0	0	0	0	0	0
6699999 Total - Separate Accounts - Certified - Non-Affiliates						0	0	0	0	0	0	0
6799999 Total - Separate Accounts - Certified						0	0	0	0	0	0	0
6899999 Total - Separate Accounts - Authorized, Unauthorized and Certified						0	0	0	0	0	0	0
6999999 Total U.S. (Sum of 0399999, 0899999, 1499999, 1999999, 2599993, 3099999, 3799999, 4299999, 4899999, 5399999, 5999999 and 6499999)						536,824	0	0	0	0	0	0
9999999 Total (Sum of 3499999 and 6899999)						536,824	0	0	0	0	0	0

<b>34</b>	<b>Schedule S - Part 4</b> .....	<b>NONE</b>
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<b>35</b>	<b>Schedule S - Part 5</b> .....	<b>NONE</b>
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SCHEDULE S - PART 6  
Five-Year Exhibit of Reinsurance Ceded Business  
(000 Omitted)

	1 2013	2 2012	3 2011	4 2010	5 2009
<b>A. OPERATIONS ITEMS</b>					
1. Premiums .....	481	530	498	509	448
2. Title XVIII-Medicare .....	56	42	42	38	28
3. Title XIX - Medicaid .....	0	0	0	0	0
4. Commissions and reinsurance expense allowance .....	0	0	0	0	0
5. TOTAL Hospital and Medical Expenses .....	0	0	0	92	(178)
<b>B. BALANCE SHEET ITEMS</b>					
6. Premiums receivable .....	0	0	0	0	0
7. Claims payable .....	0	0	0	0	0
8. Reinsurance recoverable on paid losses .....	15	150	0	0	33
9. Experience rating refunds due or unpaid .....	0	0	0	0	0
10. Commissions and reinsurance expense allowances due .....	0	0	0	0	0
11. Unauthorized reinsurance offset .....	0	0	0	0	0
12. Offset for reinsurance with Certified Reinsurers .....	0	0	X X X	X X X	X X X
<b>C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)</b>					
13. Funds deposited by and withheld from (F) .....	0	0	0	0	0
14. Letters of credit (L) .....	0	0	0	0	0
15. Trust agreements (T) .....	0	0	0	0	0
16. Other (O) .....	0	0	0	0	0
<b>D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)</b>					
17. Multiple Beneficiary Trust .....	0	0	X X X	X X X	X X X
18. Funds deposited by and withheld from (F) .....	0	0	X X X	X X X	X X X
19. Letters of credit (L) .....	0	0	X X X	X X X	X X X
20. Trust agreements (T) .....	0	0	X X X	X X X	X X X
21. Other (O) .....	0	0	X X X	X X X	X X X



SCHEDULE S - PART 7  
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
<b>ASSETS (Page 2, Col. 3)</b>			
1. Cash and invested assets (Line 12) .....	136,662,363	0	136,662,363
2. Accident and health premiums due and unpaid (Line 15) .....	8,177,580	0	8,177,580
3. Amounts recoverable from reinsurers (Line 16.1) .....	14,939	(14,939)	0
4. Net credit for ceded reinsurance .....	X X X	14,939	14,939
5. All other admitted assets (Balance) .....	10,682,389	0	10,682,389
6. TOTAL Assets (Line 28) .....	155,537,271	0	155,537,271
<b>LIABILITIES, CAPITAL AND SURPLUS (Page 3)</b>			
7. Claims unpaid (Line 1) .....	45,982,524	0	45,982,524
8. Accrued medical incentive pool and bonus payments (Line 2) .....	11,854,251	0	11,854,251
9. Premiums received in advance (Line 8) .....	2,026,306	0	2,026,306
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount) .....	0	0	0
11. Reinsurance in unauthorized companies (Line 20 minus inset amount) .....	0	0	0
12. Reinsurance with Certified Reinsurers (Line 20 inset amount) .....	0	0	0
13. Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount) .....	0	0	0
14. All other liabilities (Balance) .....	11,215,163	0	11,215,163
15. TOTAL Liabilities (Line 24) .....	71,078,244	0	71,078,244
16. TOTAL Capital and Surplus (Line 33) .....	84,459,027	X X X	84,459,027
17. TOTAL Liabilities, Capital and Surplus (Line 34) .....	155,537,271	0	155,537,271
<b>NET CREDIT FOR CEDED REINSURANCE</b>			
18. Claims unpaid .....	0		
19. Accrued medical incentive pool .....	0		
20. Premiums received in advance .....	0		
21. Reinsurance recoverable on paid losses .....	14,939		
22. Other ceded reinsurance recoverables .....	0		
23. TOTAL Ceded Reinsurance Recoverables .....	14,939		
24. Premiums receivable .....	0		
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers .....	0		
26. Unauthorized reinsurance .....	0		
27. Reinsurance with Certified Reinsurers .....	0		
28. Funds held under reinsurance treaties with Certified Reinsurers .....	0		
29. Other ceded reinsurance payables/offsets .....	0		
30. TOTAL Ceded Reinsurance Payables/Offsets .....	0		
31. TOTAL Net Credit for Ceded Reinsurance .....	14,939		

SCHEDULE T - PART 2  
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN  
ALLOCATED BY STATES AND TERRITORIES

Direct Business only						
	1	2	3	4	5	6
States, Etc.	Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts	Totals
1. Alabama (AL) .....	0	0	0	0	0	0
2. Alaska (AK) .....	0	0	0	0	0	0
3. Arizona (AZ) .....	0	0	0	0	0	0
4. Arkansas (AR) .....	0	0	0	0	0	0
5. California (CA) .....	0	0	0	0	0	0
6. Colorado (CO) .....	0	0	0	0	0	0
7. Connecticut (CT) .....	0	0	0	0	0	0
8. Delaware (DE) .....	0	0	0	0	0	0
9. District of Columbia (DC) .....	0	0	0	0	0	0
10. Florida (FL) .....	0	0	0	0	0	0
11. Georgia (GA) .....	0	0	0	0	0	0
12. Hawaii (HI) .....	0	0	0	0	0	0
13. Idaho (ID) .....	0	0	0	0	0	0
14. Illinois (IL) .....	0	0	0	0	0	0
15. Indiana (IN) .....	0	0	0	0	0	0
16. Iowa (IA) .....	0	0	0	0	0	0
17. Kansas (KS) .....	0	0	0	0	0	0
18. Kentucky (KY) .....	0	0	0	0	0	0
19. Louisiana (LA) .....	0	0	0	0	0	0
20. Maine (ME) .....	0	0	0	0	0	0
21. Maryland (MD) .....	0	0	0	0	0	0
22. Massachusetts (MA) .....	0	0	0	0	0	0
23. Michigan (MI) .....	0	0	0	0	0	0
24. Minnesota (MN) .....	0	0	0	0	0	0
25. Mississippi (MS) .....	0	0	0	0	0	0
26. Missouri (MO) .....	0	0	0	0	0	0
27. Montana (MT) .....	0	0	0	0	0	0
28. Nebraska (NE) .....	0	0	0	0	0	0
29. Nevada (NV) .....	0	N O N E		0	0	0
30. New Hampshire (NH) .....	0			0	0	0
31. New Jersey (NJ) .....	0			0	0	0
32. New Mexico (NM) .....	0			0	0	0
33. New York (NY) .....	0			0	0	0
34. North Carolina (NC) .....	0			0	0	0
35. North Dakota (ND) .....	0			0	0	0
36. Ohio (OH) .....	0			0	0	0
37. Oklahoma (OK) .....	0			0	0	0
38. Oregon (OR) .....	0			0	0	0
39. Pennsylvania (PA) .....	0	0	0	0	0	0
40. Rhode Island (RI) .....	0	0	0	0	0	0
41. South Carolina (SC) .....	0	0	0	0	0	0
42. South Dakota (SD) .....	0	0	0	0	0	0
43. Tennessee (TN) .....	0	0	0	0	0	0
44. Texas (TX) .....	0	0	0	0	0	0
45. Utah (UT) .....	0	0	0	0	0	0
46. Vermont (VT) .....	0	0	0	0	0	0
47. Virginia (VA) .....	0	0	0	0	0	0
48. Washington (WA) .....	0	0	0	0	0	0
49. West Virginia (WV) .....	0	0	0	0	0	0
50. Wisconsin (WI) .....	0	0	0	0	0	0
51. Wyoming (WY) .....	0	0	0	0	0	0
52. American Samoa (AS) .....	0	0	0	0	0	0
53. Guam (GU) .....	0	0	0	0	0	0
54. Puerto Rico (PR) .....	0	0	0	0	0	0
55. U.S. Virgin Islands (VI) .....	0	0	0	0	0	0
56. Northern Mariana Islands (MP) .....	0	0	0	0	0	0
57. Canada (CAN) .....	0	0	0	0	0	0
58. Aggregate other alien (OT) .....	0	0	0	0	0	0
59. TOTALS .....	0	0	0	0	0	0

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp- any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domic- iliary Loca- tion	Rela- tion- ship to Report- ing Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
3409 ..	.....	95580	38-2160688 ..	.....	.....	.....	HealthPlus of Michigan, Inc. ....	.. MI ..	... RE ..	.....	.....	..... 0.0	.....	.....
3409 ..	.....	11549	01-0729151 ..	.....	.....	.....	HealthPlus Partners, Inc. ....	.. MI ..	... DS ..	HealthPlus of Michigan, Inc. ....	Ownership .....	..... 100.0	HealthPlus of Michigan, Inc. ..	.....
3409 ..	.....	12826	20-5803273 ..	.....	.....	.....	HealthPlus Insurance Company .....	.. MI ..	... DS ..	HealthPlus of Michigan, Inc. ....	Ownership .....	..... 100.0	HealthPlus of Michigan, Inc. ..	.....
.....	.....	00000	38-2883315 ..	.....	.....	.....	HealthPlus Options, Inc. ....	.. MI ..	... DS ..	HealthPlus of Michigan, Inc. ....	Ownership .....	..... 100.0	HealthPlus of Michigan, Inc. ..	.....
Asterisk	Explanation													
0000001	.....													

SCHEDULE Y  
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
.. 95580 ..	.. 38-2160688 ..	Healthplus Of MI Inc .....	0	.. (12,500,000)	0	0	.. 32,024,120	0	.....	0	.. 19,524,120	0
.. 11549 ..	.. 01-0729151 ..	Healthplus Partners Inc .....	0	0	0	0	.. (17,851,073)	0	.....	0	.. (17,851,073)	0
.....	.. 38-2883315 ..	HealthPlus Options, Inc. ....	0	0	0	0	.. (5,511,650)	0	.....	0	.. (5,511,650)	0
.. 12826 ..	.. 20-5803273 ..	HEALTHPLUS INS CO .....	0	.. 12,500,000	0	0	.. (8,661,397)	0	.....	0	.. 3,838,603	0
9999999 Control Totals .....			0	0	0	0	0	0	X X X	0	0	0

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES
INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

- MARCH FILING
- 1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1? Yes
  - 2. Will an actuarial opinion be filed by March 1? Yes
  - 3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1? Yes
  - 4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1? Yes

- APRIL FILING
- 5. Will Management's Discussion and Analysis be filed by April 1? Yes
  - 6. Will the Supplemental Investment Risks Interrogatories be filed by April 1? Yes
  - 7. Will the Accident and Health Policy Experience Exhibit be filed by April 1? Yes

- JUNE FILING
- 8. Will an audited financial report be filed by June 1? Yes
  - 9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1? Yes

- AUGUST FILING
- 10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1? Yes

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

- MARCH FILING
- 11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1? No
  - 12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC? No
  - 13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC? No
  - 14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1? No
  - 15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? No
  - 16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? No
  - 17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1? No
  - 18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be file electronically with the NAIC by March 1? No
  - 19. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1? No
  - 20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1? No

- APRIL FILING
- 21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? No
  - 22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC? No
  - 23. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC? No
  - 24. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1? Yes
  - 25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1? Yes

- AUGUST FILING
- 26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? No

Explanations:

26.

Bar Codes:

Medicare Supplement Insurance Experience Exhibit



95580201336000000 2013 Document Code: 360

Health Life Supplement



95580201320500000 2013 Document Code: 205

Health Property / Casualty Supplement



95580201320700000 2013 Document Code: 207

Schedule SIS



95580201342000000 2013 Document Code: 420

Actuarial Opinion on Participating and Non-Participating Policies



95580201337100000 2013 Document Code: 371

Statement of Non-Guaranteed Elements for Exhibit 5



95580201337000000 2013 Document Code: 370

Medicare Part D Coverage Supplement



95580201336500000 2013 Document Code: 365

Approval for Relief related to five-year rotation for lead Audit Partner



95580201322400000 2013 Document Code: 224

SUPPLEMENTAL EXHIBITS AND SCHEDULES  
INTERROGATORIES (continued)

Approval for Relief related to one-year cooling off period for inde. CPA



95580201322500000

2013

Document Code: 225

Approval for Relief related to Require. for Audit Committees



95580201322600000

2013

Document Code: 226

LTC Supplemental Interrogatorries



95580201330600000

2013

Document Code: 306

Health Life Supplement - LHA Guaranty Association Reconciliation



95580201321100000

2013

Document Code: 211

Health Property/Casualty Supplement - Insurance Expense Exhibit



95580201321300000

2013

Document Code: 213

Management's Report of Internal Control over Financial Reporting



95580201322300000

2013

Document Code: 223

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
2504.	Charitable Contributions .....	0	0	376,171	0	376,171
2505.	Interest Expense on Late Claims .....	0	20,210	28,951	0	49,161
2506.	Physician Relations .....	15,313	0	43,070	0	58,383
2507.	Training .....	5,315	5,338	94,514	0	105,167
2508.	Design Fees .....	0	0	0	0	0
2509.	Miscellaneous .....	2	2	15,428	0	15,432
2597.	Summary of remaining write-ins for Line 25 (Lines 2504 through 2596) .....	20,630	25,550	558,134	0	604,314

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